

KSMO-TV, Kansas City, Missouri  
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**ASSIGNEE EXHIBIT 15**

**REQUEST FOR DUOPOLY WAIVER UNDER SECTION 73.3555(b)**

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## REQUEST FOR DUOPOLY WAIVER UNDER SECTION 73.3555(b)

### I. INTRODUCTION

By this application, Meredith Corporation (“Meredith”) seeks the Commission’s grant of a “Failing Station Waiver”<sup>1</sup> of its Television Duopoly Rule<sup>2</sup> to permit the assignment of the license for UHF Television Station KSMO-TV, Channel 62, Kansas City, Missouri (“KSMO-TV” or the “Station”), from KSMO Licensee, Inc. (“Sinclair”), a subsidiary of Sinclair Broadcast Group, Inc. (“SBG”), to Meredith Corporation (“Meredith”). Sinclair holds a permit for a DTV facility on Channel 47 (“KSMO-DT”) and is operating DTV Channel 47 pursuant to Special Temporary Authority. This assignment requires a waiver because Meredith is the FCC licensee of Television Station KCTV(TV), Channel 5, Kansas City, Missouri (“KCTV”). Both KSMO-TV and KCTV are in the Nielsen Designated Market Area for Kansas City (Missouri) (the “DMA” or “Kansas City DMA”), and their predicted Grade B contours overlap.

Although the Kansas City DMA has ten full service television stations, and KSMO-TV is not one of the top four stations in the DMA, there would be seven remaining independently owned and operated television stations in the Kansas City DMA following the proposed

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<sup>1</sup> See *Review of the Commission's Regulations Governing Television Broadcasting; Television Satellite Stations Review of Policy and Rules, Report and Order*, 14 FCC Rcd 12903, ¶¶ 42-91 (adopted August 5, 1999) (“*TV Local Ownership Order*”) and Appendix B (amending 47 C.F.R. § 73.3555(b)), as also published in summary form in the *Federal Register* on September 17, 1999, see 64 Fed. Reg. 50,651 (FCC) (Sept. 17, 1999), pursuant to which the rules announced in the *TV Local Ownership Order* took effect November 16, 1999. See also *Review of the Commission's Regulations Governing Television Broadcasting; Television Satellite Stations Review of Policy and Rules, Memorandum Opinion and Second Order on Reconsideration*, 16 FCC Rcd 1067, ¶¶ 25-33 (rel. Jan. 19, 2001) (“*Second Order on Reconsideration*”), as also published in summary form in the *Federal Register* on Feb. 6, 2001, see 66 Fed. Reg. 9039 (FCC) (Feb. 6, 2001).

<sup>2</sup> See 47 C.F.R. § 73.3555(b) (2002) (the “Duopoly Rule”).

acquisition, including two duopolies (the duopoly proposed in this application and a duopoly held by E.W. Scripps Co.) and one station that is subject to a time brokerage agreement,<sup>3</sup> as determined in accordance with the Duopoly Rule.<sup>4</sup> The proposed transaction thus would fall short by one station of satisfying the Commission’s eight independent television “voices” test, given the existing E.W. Scripps duopoly and a time brokerage agreement between two other television stations in the market.

Meredith’s proposed acquisition of KSMO-TV presents a paradigm case fulfilling each of the Commission’s four criteria for a Failing Station Waiver.<sup>5</sup> First, KSMO-TV has low audience

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<sup>3</sup> See *infra* Section III (referencing Market Media Data provided at Attachment E).

<sup>4</sup> Under the currently effective Duopoly Rule, the same entity may own or control in the same market two commercial television stations with overlapping Grade B contours so long as: (i) at the time the application is filed, at least one of the stations is not ranked among the top four stations in audience rankings in the DMA; and (ii) at least eight independently owned and operated full-power commercial and non-commercial educational television stations would remain in the market after the proposed acquisition. See 47 C.F.R. 73.3555(b)(2)(ii). See also *Review of the Commission's Regulations Governing Television Broadcasting; Television Satellite Stations Review of Policy and Rules, Order on Reconsideration*, 14 FCC Rcd 20571, ¶ 18 (rel. November 10, 1999), *Second Order on Reconsideration*, ¶ 14, n.19. The parties to this application are not aware that any other party has filed an application with the Commission to acquire a station in the DMA which might result in a further reduction of the number of television “voices.”

<sup>5</sup> The *TV Local Ownership Order* sets forth four criteria that must be satisfied, as follows:

- (1) One of the merging stations has had low all-day audience share (*i.e.*, 4% or lower).
- (2) The financial condition of one of the merging stations is poor.
- (3) The merger will produce public interest benefits. A waiver will be granted where the applicant demonstrates that the tangible and verifiable public interest benefits of the merger outweigh any harm to competition and diversity. . . .
- (4) The in-market buyer is the only reasonably available candidate willing and able to acquire and operate the station, and selling the station to an out-of-market buyer would result in an artificially depressed price.

*continued...*

share ratings. Its all-day audience shares have fallen below the four-percent benchmark for three years and have steadily declined during that period. Second, KSMO-TV's financial condition is poor. As demonstrated below, KSMO-TV has produced negative cash flow for three years and is headed for even worse performance for 2004. Third, Meredith, an in-market buyer, is the only reasonable candidate willing and able to acquire and operate the Station, and a sale to an out-of-market buyer would result in an artificially depressed price. Since 2001, Sinclair has sought to sell KSMO-TV on its own and with the assistance of Bear Stearns, but Meredith ultimately was the only party that made an adequate offer for the Station.

Under the fourth and final criterion, the applicant must demonstrate that the tangible and verifiable public interest benefits of the merger will outweigh any harm to competition and diversity. Here, Meredith has a compelling case that the merger will produce significant public interest benefits. As explained below, by granting a Failing Station Waiver, the Commission can create an effective local television voice in place of a station that for years has broadcast no locally produced news and information programming and, indeed, currently no locally produced programming. Despite Sinclair's efforts to reduce expenses and boost ratings, KSMO-TV has little prospect for offering much more than WB Network and syndicated programming. If, however, KSMO-TV is purchased by a new owner that can benefit from the economies of scale of a duopoly and that is willing and able to take the financial risk of a major investment in KSMO-TV's programming, KSMO-TV could become a viable local voice in the Kansas City DMA. Meredith's demonstrated ability to improve television stations through an intense focus

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*See TV Local Ownership Order, ¶ 81. See also Second Order on Reconsideration, ¶ 25 ("We reaffirm the elements of our presumptive waiver standards.").*

on local programming, needs, and interests, coupled with Meredith's resources and its familiarity with the Kansas City market, uniquely position Meredith to turn this failing station into an effective local outlet for its community of license consistent with the purpose of the Failing Station Waiver standard.<sup>6</sup> As set forth in detail below, Meredith has offered specific commitments consistent with its local service strategy, **including KSMO-TV's first daily prime time local news program in at least many years, a weekly prime-time local public affairs program, a substantial increase in the amount of "core" children's programming, and improvements in KSMO-TV's facilities.** Meredith knows Kansas City, and Meredith is committed to making KSMO-TV a Kansas City television station rooted in the needs and interests of its local community.

The Commission adopted its Failing Station Waiver standard because, even if a television duopoly transaction would leave a market with fewer than eight independent television voices, the combination nevertheless would serve the public interest and should be permitted if the station to be acquired meets the criteria for a Failing Station Waiver. KSMO-TV presents the quintessential instance of a failing station for which a waiver is essential to make KSMO-TV a meaningful television voice for the Kansas City community.

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<sup>6</sup> The underlying premise of the Commission's duopoly waiver provisions is that permitting the proposed merger "will, consistent with [the FCC's] competition and diversity goals, provide relief in a more tailored fashion for stations . . . that are unable to compete effectively." *See TV Local Ownership Order*, ¶ 70. The Commission acknowledges that "[a]llowing a 'failing' station to join with a stronger station in the market can greatly improve its ability to improve its facilities and programming options, thus benefiting the public interest." *Id.* at ¶ 80.

## **II. MEREDITH'S PROPOSED ACQUISITION OF KSMO-TV MEETS EACH OF THE COMMISSION'S CRITERIA FOR GRANT OF A FAILING STATION WAIVER**

### **A. KSMO-TV Has Not in the Last Three Years Had an All-Day Audience Share Equal To or Greater Than 4%.**

To meet the first prong of the Failing Station Waiver test, one of the merging stations must have a low audience share, at or below 4%.<sup>7</sup> In evaluating a Failing Station Waiver request, the Commission has examined audience share ratings covering the three years prior to the proposed assignment of the “failing” station.<sup>8</sup>

KSMO-TV clearly satisfied this first criterion of the Failing Station Waiver test. The chart provided at Attachment A shows the Nielsen reported audience shares for KSMO-TV for the so-called “all-day” share, which is the measurement period examined by the Commission.<sup>9</sup> As shown in that chart, KSMO-TV averaged a 3.85 household audience share in 2002, a 3.3 household audience share in 2003, and a 3.15 household audience share in 2004 based on a Nielsen four-book average (February-May-July-November), Mondays through Sundays from 9:00 a.m.-to-midnight. As such, KSMO-TV's all-day audience share has fallen below 4% for at least three years, has steadily declined over that period, and therefore easily satisfies the first prong of the Failing Station Waiver showing.

### **B. KSMO-TV's Financial Condition Has Been Poor in the Last Three Years.**

The second prong of the Failing Station Waiver standard requires a showing that the financial condition of one of the merging stations is “poor.” The Commission has stated that a

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<sup>7</sup> See *TV Local Ownership Order*, ¶ 81(1); *Second Order on Reconsideration*, ¶ 27.

<sup>8</sup> See, e.g., *Hispanic Keys Broadcasting, Inc. and Sonia Broadcasting Company, LLC*, *Memorandum Opinion and Order*, 19 FCC Rcd 4603, ¶ 5 (2004).

<sup>9</sup> See 47 C.F.R. § 73.3555(b)(2)(i) (2002) (defining “all-day” as between the hours of 9:00 a.m. and midnight).

waiver is “more likely to be granted where one or both of the stations has had a negative cash flow for the previous three years.”<sup>10</sup> The Commission suggests the inclusion of data “such as detailed income statements and balance sheets” to support the waiver showing under this criterion.<sup>11</sup> KSMO-TV falls within these parameters, as shown by the detailed statement of cash flow for KSMO-TV included as Attachment B and income statements separately submitted by Sinclair.<sup>12</sup> Those statements reflect KSMO-TV’s poor financial condition throughout at least the last three years and during 2004-to-date.

The financial data provided with this waiver request and in the Sinclair Submission show that KSMO-TV has struggled financially and sustained large cumulative operating losses during at least the last three years. The Cash Flow Summary for the Station provided at Attachment B demonstrates a negative cash flow balance in each of the past three years (2001, 2002 and 2003) and in the current year as of September 30, 2004.<sup>13</sup> KSMO-TV’s negative cash flow amounted to \$244,586 in 2001, \$1,230, 377 in 2002, \$955,227 in 2003, and increased to as much as \$2,260,551 for the portion of 2004 ending on September 30, 2004. KSMO-TV’s Summary Income Statements for 2001, 2002, 2003 and for the current year period ending on September 30, 2004, which are included in the Sinclair Submission, indicate that the Sinclair operating and

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<sup>10</sup> See *TV Local Ownership Order*, ¶ 81(2).

<sup>11</sup> See *id.*

<sup>12</sup> Sinclair is separately submitting additional financial data with a request for confidential treatment. This information is referred to hereafter as the “Sinclair Submission.”

<sup>13</sup> Among the figures used to compute broadcast cash flow for each year is a “cost of capital interest expense” figure. This number is the same for each of the three years and proportionally the same for the fourth year. The “cost of capital interest expense” figure is an imputed interest figure based upon the interest owed by reason of Sinclair’s acquisition of KSMO-TV as part of a six station group. Meredith submits that the interest expense figure reasonably represents the cost to Sinclair of carrying the Station’s assets and a cost that a third party would incur to acquire and run KSMO-TV as a stand-alone station.

license-holding subsidiaries for the Station together incurred net operating losses of approximately \$682,085 in 2001, \$3,570,240 in 2002, \$2,592,806 in 2003, and \$2,061,682 for the portion of 2004 ending on September 30, 2004.<sup>14</sup>

The Commission has indicated that, among other factors, it would consider how DTV transition costs have affected a station's cash flow.<sup>15</sup> KSMO-TV's DTV transition costs have had a significant impact on KSMO-TV's cash flow. In 2001 alone, most of the Station's approximate \$1.6 million capital expenditures relate to DTV costs. In addition, KSMO-TV operates its analog facilities on Channel 62, a channel subject to the threat of selective early return before the end of the digital television transition period. Channel 62 lies within spectrum redesignated for non-broadcast use. On September 29, 2004, the U.S. Senate passed the Burns Amendment to the McCain Save Lives Bill. That legislation directed the Commission to terminate broadcast operations on Channels 63, 64, 68, and 69 by December 31, 2007, and to modify or require the early return of adjacent channels, including Channel 62, as necessary to permit public safety operations on adjacent channels by that date.<sup>16</sup> KSMO-TV's loss of its

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<sup>14</sup> These figures take into account adjustments made to reflect what KSMO-TV's performance would have been on a stand-alone basis, as opposed to the Station's performance as part of the Sinclair station group. All intercompany balances and intercompany charges were eliminated because they reflect accounting transactions that occur in consolidated group environments that are not reflective of stand-alone station operations. In addition, certain items in the Station Summary Income Statements contained in the Sinclair Submission reflect amounts the station would otherwise have incurred if it were a stand-alone operation including, for example, the cost of national sales representation, insurance, consulting fees for negotiating discounted program costs, tax return preparation fees and general insurance and workers compensation.

<sup>15</sup> See *Second Order on Reconsideration*, ¶ 30.

<sup>16</sup> Senate Amendment No. S.AMDT.3773 amending Senate Amendment No. S.AMDT 3766 to S.2845 (to reform the intelligence community and the intelligence and intelligence-related activities of the United States Government, and for other purposes), adopted September 29, 2004. See 2004 *Cong. Rec.* pp. S9967-9969 (September 29, 2004).

analog over-the-air audience while its larger competitors retain dual service for perhaps many additional years would deal a further serious blow to this already weak station. Although the Senate bill with the Burns Amendment did not pass the House before the close of the last Session of Congress, Senate passage of the selective early channel return mandate demonstrates that there is substantial momentum for similar legislation in the future, and this additional risk limits the types of buyers who will take on a station like KSMO-TV that already faces financial difficulties.

In summary, KSMO-TV indeed has been “struggling for an extended period of time in terms of its . . . financial performance,” and its financial situation more than “hamper[ed]” its “ability to be a viable ‘voice’ in the market.”<sup>17</sup> Since at least 2001, KSMO-TV has struggled financially. The Station’s Cash Flow Summary, Summary Balance Sheets, and Income Statements covering 2001 through September 30, 2004, portray the Station’s consistent and continuing financial losses. The record of KSMO-TV’s financial performance shows that KSMO-TV is failing and unable to stand alone and be profitable. KSMO-TV’s poor financial condition satisfied the second prong of the Failing Station Waiver test.

**C. Meredith Is the Only Reasonably Available Purchaser Willing and Able to Operate KSMO-TV.**

Beginning in November 2001, SBG made an extensive, good-faith effort to find buyers for KSMO-TV. During that month, SBG retained the services of Bear Stearns, a nationally recognized independent broker with substantial experience in TV ownership/consulting and station brokerage, to market SBG’s portfolio of non-core assets, including KSMO-TV. Bear Stearns has made considerable efforts to sell KSMO-TV. As described in the attached

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<sup>17</sup> See *TV Local Ownership Order*, ¶ 79.

Declaration of Michael E. Anderson, from late 2001 through early 2002, Bear Stearns contacted approximately forty parties, including major broadcasters throughout the country, to solicit interest for the purchase of some or all of the stations that SBG wished to sell, including KSMO-TV. Of the approximately forty parties contacted by Bear Stearns, only five, including Meredith, requested further information on KSMO-TV and other stations licensed to SBG. In early 2002, Bear Stearns sent additional detailed information on those stations to those five parties.

Of the approximately forty potential purchasers contacted by Bear Stearns in late 2001 through early 2002, only five parties, including Meredith, expressed an interest in receiving information on KSMO-TV and other stations licensed to SBG for the purpose of evaluating a potential purchase. Of those five parties, only two potential purchasers continued to pursue a possible purchase of KSMO-TV – Meredith and one other party. That other party (the “Potential Purchaser”) expressed interest in KSMO-TV, but only as a part of a package deal that would have included other SBG television stations. From November/December 2001 through March 2002, the Potential Purchaser proposed several different purchase prices for various station packages that included KSMO-TV. In each case, SBG found the purchase prices offered by the Potential Purchaser were inadequate, and in April 2002, the Potential Purchaser withdrew its interest in acquiring KSMO-TV.

Shortly before the Potential Purchaser withdrew its interest in acquiring KSMO-TV, in January 2002, Meredith expressed an interest in purchasing KSMO-TV. SBG and Meredith considered various proposals for the sale of KSMO-TV to Meredith.

In addition to the efforts of Bear Stearns, in June 2004, a party directly contacted SBG, expressed interest in purchasing KSMO-TV, and asked for information on the station. That same month, SBG signed a confidentiality agreement with the party, provided detailed information on

KSMO-TV to the party, and entered into talks with the party about its potential purchase of KSMO-TV. In July 2004, the party called SBG to ask follow-up questions regarding the sale and since that time, SBG has not heard from the party. When SBG received no response from the other party, SBG turned to negotiate in earnest with its only offeror, Meredith. Shortly thereafter in August/September 2004, Meredith and SBG negotiated for the sale of KSMO-TV to Meredith. In November 2004, SBG accepted Meredith's offer to purchase KSMO-TV for 33.5 million dollars. Despite Bear Stearns's active and serious efforts on behalf of SBG, no reasonable offer to purchase KSMO-TV, either as a stand-alone station or in combination with other SBG television stations, was received from any party other than Meredith.

Meredith submits that this showing, which demonstrates that SBG attempted to sell KSMO-TV for several years, more than satisfies the requirement under the Failing Station Waiver test that "active and serious efforts" be made to sell a station and that "no reasonable offer from an entity outside the market has been received."

**D. Consolidated Operations of the Two Stations Will Result in Tangible and Verifiable Public Interest Benefits That Far Outweigh Any Conceivable Harm to Competition and Diversity.**

To satisfy the last prong of the Commission's Failing Station Waiver standard, the applicant must demonstrate that the "tangible and verifiable public interest benefits of the merger outweigh any harm to competition and diversity."<sup>18</sup> The consolidated operations of KSMO-TV and KCTV will result in substantial tangible and verifiable public interest benefits in three key realms: (a) an extensive technical upgrade of the KSMO-TV facilities; (b) new, unique and high-quality programming geared to the local population, some of which will be locally produced; and (c) substantial cost savings. As described below, Meredith intends to provide the first-ever

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<sup>18</sup> *TV Local Ownership Order*, ¶ 81.

locally-produced programming on KSMO-TV in the Station's history. Benefits in all three areas, as described below, will enable the Station to contribute significantly to competition and diversity in the Kansas City DMA.

**1. Meredith Will Provide KSMO-TV With State-Of-The-Art Technical Facilities Necessary To Compete As A Viable, Full-Power Television Station.**

Meredith plans to make significant facilities upgrades to KSMO-TV within two years following its acquisition of KSMO-TV. Meredith pledges to invest over \$1 million to restore and upgrade KSMO-TV's physical plant and equipment. Specifically, Meredith will use the \$1 million to replace, upgrade and improve the Station's master control facility.

Currently KSMO-TV's digital station is operating at reduced power. If permitted to acquire KSMO-TV, Meredith is committed to making the modifications necessary to achieve full-power operations and to follow through and ensure the fulfillment of KSMO-TV's obligations regarding the DTV conversion process. Specifically, Meredith commits to work diligently to upgrade KSMO-TV's digital power from 9 kW to 1000 kW and expects to have the work completed within 12 months after grant of the application.

**2. Public Interest Benefits Will Result from the Efficiencies of the Combined Operations of KSMO-TV and KCTV.**

Because of its financial situation, KSMO-TV currently cannot offer locally originated programming. KSMO-TV's programming directed to the local community has consisted of several ethnic-based programs such as African Heritage Network sponsored movies, holiday-based, family movies during the holidays, and public service announcements.

A number of broadcast and non-broadcast public interest benefits will flow as a direct result of the joint operation of KSMO-TV and KCTV. As owner of KSMO-TV, Meredith would ensure the Station serves the public interest through responsive public service programming.

Meredith's broadcast operations have a sterling record marked by a high commitment to first-rate programming and other public benefits. KCTV for many years devoted significant station resources, including a top-notch investigative reporter to its "Call for Action" program that helped local consumers settle their differences with landlords, businesses, and manufacturers. Over the last 18 months, KCTV has created an entire investigative reporting unit to highlight community problems, hold community leaders accountable, and make policymakers and viewers aware of specific challenges facing Kansas City. KCTV's hard-hitting investigative reporting has made the station's 10 p.m. newscast the area's most watched news program and has earned the station Emmy and Edward R. Murrow awards within the last year.

KCTV also has excelled in the coverage of local events. Last summer, KCTV was the official television station for "Heart of America: A Journey Fourth," a nationally recognized event that was the centerpiece for Kansas City's 2004 Lewis and Clark celebration. For six months, KCTV devoted hundreds of man-hours to the production and broadcast of documentary-style pieces to educate local viewers about this important time in our country's development. The project culminated with the broadcast of hours of live programming over the July Fourth Weekend. Also, for over 20 years, KCTV has joined with other civic organizations to aid low income families during the cold Kansas City winters. KCTV commits public service announcement time and conducts "Project Warmth Fundraiser Day" to collect donations from the community and to encourage local residents to drop off canned goods, coats, and blankets at locations throughout Kansas City. The annual fundraising drive concludes with a 30-minute program aired on KCTV. If the Failing Station Waiver is granted and Meredith is permitted to purchase KSMO-TV, Meredith will bring to the Station the same local focus that has made KCTV a leading broadcast resource in the Kansas City community.

KSMO-TV's current network affiliation agreement with the WB Network runs through January 15, 2008. It is Meredith's goal, through ownership of KSMO-TV, to strengthen the Station's competitive position to the greatest extent possible, especially *vis a vis* the well-established other network affiliates licensed to Kansas City.<sup>19</sup>

As owner, Meredith would maintain separate network affiliations for KSMO-TV and KCTV and would continue to provide separate non-network programming on KSMO-TV targeted to its viewers. Consequently, Meredith would work to ensure KSMO-TV's unique identity, catering to local interests and needs that are not served by any other station in the market.

Meredith is committed to continue and enhance the program-related benefits of KSMO-TV. Specifically, Meredith pledges to implement the following programming initiatives following its acquisition of KSMO-TV:

- Meredith would launch within six months a new, Monday through Friday, 30-minute, prime-time local newscast. The newscast would regularly highlight community issues and activities and cover severe weather and breaking news. A new local daily newscast would mark what Meredith understands would be the first-ever regularly scheduled local news program for KSMO-TV and would increase substantially the Station's service to its local community. Within six months, Meredith would perform extensive research to develop content for its local newscast and will review additional opportunities for KSMO-TV to improve its standing in the community and attract new viewers.

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<sup>19</sup> See Attachment E ("Full Service Television Stations Serving the Kansas City, MO DMA").

- Within six months, Meredith would launch a new, weekly, 30-minute public affairs program focusing on issues of concern in the community. Meredith would identify topics of local interest to be addressed on an in-depth basis in the program and would air the program on Saturday or Sunday between the hours of 7:00 a.m. and 7:00 p.m.
- Meredith would launch within one year a new, weekly, 30-minute public affairs show hosted by local high school students and addressing issues of importance to teens and young adults, to be aired on Saturday or Sunday between the hours of 7:00 a.m. and 7:00 p.m. The program will allow area high school students to explore key issues of the day, including discussions and interviews with local experts and government and business leaders. Meredith would establish an advisory board comprised of youth leaders in the community that would convene two times each year to identify the concerns of teenagers and young adults in the community. The advisory board and members of the KSMO-TV/KCTV staff would establish content parameters and a consistent graphic look for the program. Meredith would work with local high schools to select appropriate students to help produce portions of the show. The completed show, approved in advance by KSMO-TV's management, then would be aired on KSMO-TV.
- Meredith has extensive local programming and access to local program content through KCTV. Meredith would seek to repurpose appropriate local programming and programming content for broadcast on KSMO-TV and also would make available to KSMO-TV local programming and program content that Meredith cannot include in the existing KCTV schedule. For example, in conjunction with Kansas City hospitals, KCTV produces "Take 5 for Life," a quarterly 30-minute health program

with an annual one-hour special that features current health topics and health care professionals who help to answer viewer questions. KCTV also produces periodic news specials on local topics of significant importance and seasonal specials on coping with severe weather featuring meteorologist Katie Horner covering topics such as tornado safety and dealing with winter weather. In addition, KCTV produces specials on community events that could be repurposed on KSMO-TV. Past examples include a July 4th fireworks special and KCTV's annual Project Warmth Day to encourage aid to the poor in winter. KCTV also broadcasts the annual Muscular Dystrophy Association Telethon on Labor Day, and may be able to air some or all of this broadcast on KSMO-TV.

- Meredith would begin, within six months, to air children's programming in excess of the three-hour "core" minimum. During the most recent four quarters (from 4<sup>th</sup> quarter 2003 through 3<sup>rd</sup> quarter 2004), KSMO-TV has aired an average of 3 ½ hours per week of "core" children's programming. Meredith pledges to increase that amount to broadcast an average of four hours per week of "core" children's programming.
- The NFL's Kansas City Chiefs are the premier sports team in the market, boasting the highest ratings for their games, most of which are on KCTV. KCTV currently has the rights to air the team's pre-season games, and Meredith would attempt to secure the rights to broadcast a replay of the game on KSMO-TV. Furthermore, Meredith commits to air weekly post-game reports on KSMO-TV.

- Meredith would regularly attend the Kansas City Area broadcaster’s quarterly ascertainment event to meet with community leaders and assess their concerns and the needs and interests of the public.
- Meredith intends to work with the owners of certain popular informational and other programming currently airing on KCTV and either obtain the right to air a second run on KSMO-TV or move the primary run of the program to KSMO-TV. Targeted shows include “Inside Edition” and “Access Hollywood.”
- Within six months after acquiring KCTV, Meredith would increase the number of public service announcements devoted to the needs and interests of Kansas City viewers by at least 10 percent initially and develop a systematic schedule for the broadcast of public service announcements.
- With no local news staff at KSMO-TV, the Station’s ability to cover severe weather and public emergencies is limited. Meredith, in contrast, is widely recognized as having the best severe weather team in Kansas City, featuring Chief Meteorologist Katie Horner, and KCTV has a full local news staff. Meredith would bring to KSMO-TV in-depth coverage of public emergencies, including tornado, blizzard and other severe weather, amber alerts for police emergencies, or news stories that are vital to the safety and welfare of viewers in Kansas City (for example, conveying important and timely traffic information in the wake of severe weather or accidents). With the merged operation of KSMO-TV and KCTV, Meredith immediately could improve the depth of emergency and severe weather coverage for KSMO-TV.

In addition to its programming commitments, Meredith commits to continue and increase KSMO-TV’s non-programming service to the Kansas City community. KSMO-TV’s current

off-air efforts include participation at events such as SIDS Stroll, Abby’s Run, and a Gilmore Girls “She’s my Best Friend” contest promoting mother-daughter relationships. In addition, KSMO-TV has donated toys to Excelsior Springs Good Samaritan Center for the holidays. Meredith pledges to continue KSMO-TV’s involvement in those efforts as well as increase KSMO-TV’s community outreach efforts.

Meredith’s KCTV is known as the first television station to call in the Kansas City DMA for community events, and Meredith will use KSMO-TV to provide coverage of community events, particularly when KCTV otherwise would be constrained by existing network and programming commitments. Under Meredith’s ownership, KSMO-TV will serve the community through additional activities such as blood drives, food drives, contributions to local school fundraisers, and volunteering and youth mentoring efforts. KSMO-TV and KCTV together can provide fuller coverage of community events than they could acting independently. In addition, Meredith would extend its established internship program for young adults to KSMO-TV within the second year of Meredith’s ownership of KSMO-TV. The KSMO-TV internship program would follow the lines of the ongoing internship programs at other Meredith stations. At those stations, Meredith works closely with local schools and educational institutions to provide participating students with a learning experience through which they develop tangible skills in broadcasting and related businesses, such as news, production, graphic design and marketing and promotion. All Meredith internships are structured as programs for which the students receive academic credit upon successful completion. The length and nature of an internship is typically tailored to particular academic objectives and the academic calendar of the intern’s educational institution and is overseen and administered by Meredith’s corporate headquarters.

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Currently, KSMO-TV airs **no locally produced programming**. As set forth above, if Meredith is allowed to acquire KSMO-TV, KSMO-TV will become for the first time in its history a significant source of local news and information. As such, grant of the Failing Station Waiver will ensure the meaningful growth of KSMO-TV's service to the local community.

**3. Cost Savings from Consolidated In-Market Operations Will Contribute to The Station's Financial Success, Improving Its Ability to Serve The Public.**

As indicated above, as owner, Meredith would maintain separate network affiliations for KSMO-TV and KCTV and would continue to provide separate non-network programming on KSMO-TV targeted to its viewers. Meredith also plans to maintain separate sales forces for the two stations. Consequently, Meredith would preserve KSMO-TV's unique identity, catering to local interests and needs. Meredith would also strive for economic efficiencies to the greatest extent possible. Any additional cost savings inherent in joint ownership could enhance Meredith's ability to improve programming geared towards local needs and interests, particularly those of Kansas City residents.

Through more cost-efficient operations, Meredith intends to transform KSMO-TV from a station that is operating at the financial margins into an economically viable competitor offering programming targeted toward a distinct segment of the DMA's population. The cost savings are directly linked to the economies of scale that can only arise from duopolies or in-market service arrangements. In addition to the revenues required to recoup Meredith's investment in new, modern KSMO-TV facilities, sufficient revenues must be generated to cover expected high day-to-day operational expenses.

Economic efficiencies would be realized under the duopoly. Meredith plans to hire additional people to help produce the new programming noted above. In addition to shared maintenance staff, the two stations would share other personnel which will yield significant cost

savings in terms of salaries, benefits, and related personnel expenses. Meredith would be able to merge the programming, production, promotion, traffic, sales and sales support, accounting, and technical operations of KCTV and KSMO-TV so as to increase efficiency and upgrade staff capabilities.

Many other cost efficiencies flow from the joint operation of KSMO-TV and KCTV. Meredith would be able to coordinate programming purchases for both stations and gain benefits of economies of scale. Meredith also could leverage the economic and ratings strength of KCTV to acquire better programming for KSMO-TV. Moreover, the two stations' combined purchasing power would yield higher bulk discounts from vendors. These cost efficiencies will be essential to the growth and success of KSMO-TV. Ultimately, Meredith's ability to achieve in-market economic efficiencies will serve to *increase* programming competition and diversity in the DMA.

\* \* \* \* \*

As described above, substantial public interest benefits will flow from same-market operations when an otherwise failing station is joined in operations with those of an in-market broadcaster committed to excellent local programming and first-rate public service. Meredith submits that, in these circumstances, it would be unreasonable for the Commission to deny the Failing Station Waiver and thus deny to the viewing public in Kansas City Meredith's commitments to improve the service of KSMO-TV. The proposed combination of KSMO-TV and KCTV fully satisfies the Failing Station Waiver criterion requiring a showing of "tangible and verifiable public interest benefits [that] outweigh any harm to competition and diversity."<sup>20</sup>

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<sup>20</sup> *TV Local Ownership Order*, ¶ 81.

### **III. THE EVIDENCE ALSO SUPPORTS A GENERAL WAIVER TO PERMIT COMMON OWNERSHIP OF KSMO-TV AND KCTV.**

If, notwithstanding the overwhelming evidence presented in the foregoing sections, the Commission is not inclined to grant the Failing Station Waiver, then it should nevertheless grant a general waiver of the “8 TV voices” test of the Duopoly Rule and permit the proposed KSMO-TV/KCTV ownership combination. In adopting the “failing station” waiver standard, the Commission has acknowledged that there are circumstances where the public interest benefits are greater than those flowing from strict application of the “8 TV voices” standard.

Furthermore, Meredith submits that the Commission cannot enforce the “8 TV voices” test of the Duopoly Rule without ignoring the mandate of a reviewing federal court, given the split between the Third Circuit and the D.C. Circuit on the validity of the rule. The D.C. Circuit in an April 2002 decision remanded the Commission’s “8 TV voices” test of the Duopoly Rule for further review finding it unreasonable that the Commission only counted television stations as voices.<sup>21</sup> The D.C. Circuit agreed with the petitioner that “the Commission has not provided any justification for counting fewer types of ‘voices’ in the local ownership rules than it counted in its rule on cross-ownership of radio and television stations.”<sup>22</sup> Accordingly, the D.C. Circuit held that “the Commission has failed to demonstrate that its exclusion of non-broadcast media in the eight voices exception is ‘necessary in the public interest’ under § 202(h) of the 1996 [Telecommunications] Act’.”<sup>23</sup>

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<sup>21</sup> See *Sinclair Broadcast Group, Inc. v. FCC*, 284 F.3d 148 (D.C. Cir. 2002).

<sup>22</sup> *Id.* at 162.

<sup>23</sup> *Id.* at 165. The Court indicated on remand that the Commission might also want to review the selection of the number 8. See *id.* at 162.

The Commission well understood the import of the D.C. Circuit's decision. In its July 2, 2003, Report and Order responding to the D.C. Circuit's remand, the Commission, in describing the decision, acknowledged: "The court *invalidated*, however, the Commission's definition of voices under the rule because it did not adequately explain its decision to include only broadcast television stations as voices."<sup>24</sup> Thus, even if the Commission does not grant the requested waiver as a "failing station waiver," it cannot deny Meredith's application on the basis of the "8 TV voices test" without ignoring the express directions of the D.C. Circuit, which would have exclusive jurisdiction to review the Commission's decision on a licensing matter.<sup>25</sup>

In September 2003, the Third Circuit remanded the Commission's new duopoly rule (which would permit Meredith to own KSMO-TV)<sup>26</sup> and directed the Commission to continue to apply the "8 TV voices" Duopoly Rule pending further remand proceedings and review by the Third Circuit.<sup>27</sup> As such, there is a split in the Circuits, with the Third Circuit instructing the Commission, in assignment proceedings subject to review by the D.C. Circuit, to enforce a rule that, as the Commission has recognized, the D.C. Circuit has invalidated.

In these circumstances, if the Commission decides not to grant the Failing Station Waiver, it cannot rely upon the "8 TV voices" standard to deny the application but, instead, must

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<sup>24</sup> See *2002 Biennial Regulatory Review – Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, 18 FCC Rcd 13620, ¶ 137 (2003) (emphasis added) (subsequent history omitted) ("*Ownership Report and Order*").

<sup>25</sup> See 47 U.S.C. § 402(b)(3) (providing for review in the U.S. Court of Appeals for the D.C. Circuit of denials of applications for assignment of license).

<sup>26</sup> See *Ownership Report and Order*.

<sup>27</sup> See *Prometheus Radio Project v. FCC*, No. 03-3388 (3d Cir. Sept. 3, 2003) (per curiam).

determine whether the evidence presented justifies a waiver under the Commission’s general waiver authority.

The established waiver standards in the Commission’s rules are not the only circumstances under which a waiver may be warranted. The Commission has “acknowledged the need for ‘flexibility’ in [the Duopoly Rule’s] application,” and has “note[d] that waivers should be granted where rigid conformance to the rule would be ‘inappropriate.’”<sup>28</sup> The D.C. Circuit has upheld this approach, concluding that waivers of “general rule[s] should be granted where an applicant makes a proposal “that will not undermine the policy served by the [general] rule” and that is otherwise in the public interest.”<sup>29</sup> The court also noted that the existence of a general rule does not relieve the Commission of “an obligation to seek out the ‘public interest’ in individualized cases.”<sup>30</sup>

To evaluate a proposed waiver, the Commission considers whether “the [public interest] benefits outweigh any detriment which may occur from grant of the waiver.”<sup>31</sup> Rigid application of the “8 TV voices” test in the case of KSMO-TV would be inappropriate because the requested permanent waiver to permit a duopoly of KSMO-TV and KCTV would greatly serve – not

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<sup>28</sup> See, e.g., *Betti D. Lidsky*, 13 FCC Rcd 10343, 10345 (1998) (quoting *Multiple Ownership of Standard, FM and Television Broadcast Stations*, 45 FCC 2d 1476 n.12, *recon. granted in part*, 3 RR 2d 1554 (“*Multiple Ownership Order*”) (1964)); *Sainte Limited*, 13 FCC Rcd 9216 (1997) (also noting the different television service needs of the two stations’ respective audiences and the fact that the two stations are not direct competitors with respect to advertising sales); *Weigel Broadcasting Company*, 11 FCC Rcd 17202, 17204 (1996) (“*Weigel*”) (also quoting the *Multiple Ownership Order*, n.12).

<sup>29</sup> *WAIT Radio v. FCC*, 418 F.2d 1153, 1157 (D.C. Cir. 1969), *cert. denied*, 409 U.S. 1027 (1972).

<sup>30</sup> *Id.*

<sup>31</sup> *Weigel*, 11 FCC Rcd at 17205. See also *NWCG Holdings Corp.*, 11 FCC Rcd 16318, 16322 (1966) (“the Commission considers whether the public interest benefits to be gained from  
*continued...*”

undermine – the Commission’s policy goals of competition and diversity. Meredith has delineated in the preceding sections public interest benefits that will accrue as a result of consolidated operations of KSMO-TV with KCTV, and will not repeat them here. The public will benefit if the KSMO-TV/KCTV duopoly is permitted.

Even with a KSMO-TV/KCTV combination, the data regarding the Kansas City DMA demonstrate robust media competition with which Meredith must contend. There are currently ten full-power broadcast television stations in the DMA representing at least eight independent “voices,” and there are also eight LPTV stations representing an additional six television owners.<sup>32</sup> The market has forty-five radio stations representing at least twenty separate radio voices.<sup>33</sup> 106 cable systems provide service to DMA households representing at least approximately 63.01% of the total DMA TV households.<sup>34</sup> In addition, eighteen daily newspapers (representing twelve separate owners) and ninety-one weekly newspapers serve the DMA, and counting daily and weekly newspapers together, the DMA is served by approximately seventy different owners.<sup>35</sup> All of these media “voices” should be taken into account in evaluating this alternative request for a general waiver of the Duopoly Rule because they attest to a high degree of market diversity which will not be reduced as a result of common ownership of KSMO-TV and KCTV. Meredith would hardly gain predominance in this market by virtue of

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...continued

waiving the duopoly rule would be greater than any detrimental effects . . . ”); *Office of Communication of United Church of Christ v. FCC*, 911 F.2d 803, 812 (D.C. Cir. 1990).

<sup>32</sup> See Market Media Data at Attachment E.

<sup>33</sup> See *id.*

<sup>34</sup> See *id.*

<sup>35</sup> See *id.*

owning KSMO-TV, especially as the two stations “are not direct competitors with respect to advertising sales”<sup>36</sup> and target very different sponsors.

If the voice test of the Duopoly Rule is not waived, thereby depriving Meredith of its opportunity to acquire KSMO-TV, the public will lose the benefits that would flow from the “efficiencies inherent in joint ownership and operation of television stations in the same market,”<sup>37</sup> undermining important Commission goals. As this is surely not a desired outcome of the Commission’s attempt to bring its multiple ownership rules in line with the new age of diverse multi-media competition, a waiver of the rule in this case is warranted.

#### **IV. CONCLUSION**

As all the evidence set forth above demonstrates, KSMO-TV squarely meets the “failing station” waiver standard. Approval of Meredith’s application to permit the proposed KSMO-TV/KCTV duopoly thus presumptively serves the public interest. The facts of this case demonstrate that only an in-market broadcaster like Meredith reasonably would invest the substantial capital necessary to KSMO-TV’s transformation, long-term survival and financial viability. Meredith’s common ownership of the now-failing KSMO-TV with Meredith’s KCTV will not harm competition and diversity, but instead will advance these goals. The Commission has provided for Failing Station Waivers precisely so that the Commission can implement its competition and diversity goals in a tailored fashion for television stations that cannot compete effectively and that, by being joined to a stronger station, can improve their facilities and program offerings to benefit the public interest. When, as here, a failing station cannot compete

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<sup>36</sup> See, e.g., *Sainte Limited*, *supra*, 13 FCC Rcd 9216 (1997).

<sup>37</sup> See *TV Local Ownership Order*, ¶ 37.

or add meaningfully to the diversity of voices in a television market, it is by grant of a Failing Station Waiver that the Commission must achieve those goals.

Accordingly, Meredith urges the Commission promptly to grant this request for a Failing Station Waiver of the Duopoly Rule. In the alternative, Meredith requests a general waiver of the Duopoly Rule with respect to KSMO-TV and KCTV under the Commission's general waiver provisions. For the reasons set forth above, the public interest benefits of the enhanced competition and diversity stemming from proposed common ownership of KSMO-TV and KCTV far outweigh any perceived detriment.

**ATTACHMENT A**  
**NIELSEN RATINGS DATA**

**KSMO-TV NIELSEN DATA**

	<b>HH Share</b>	<b>A18+ Share</b>
2004	3.15	2.875
2003	3.3	3.175
2002	3.85	3.8

Source: Nielsen 4-bk avg (Feb-May-Jul-Nov); M-Sun 9a-12am

**ATTACHMENT B**  
**KSMO-TV FINANCIALS**

**KSMO**  
**Free Cash Flow**  
**Summary**

	<i>Adjusted YTD 12/31/2001</i>	<i>Adjusted YTD 12/31/2002</i>	<i>Adjusted YTD 12/31/2003</i>	<i>Adjusted YTD 9/30/2004</i>
<b>Television Broadcast Cash Flow</b>				
Station broadcast revenues, net of agency commissions	11,357,122	10,547,793	10,643,278	6,766,235
Less: Station production expenses	(2,152,400)	(2,046,178)	(2,112,333)	(1,608,666)
Less: Station selling, general and administrative expenses	(3,013,296)	(2,733,879)	(2,998,504)	(2,228,575)
Less: Program contract payments	(2,094,819)	(3,588,144)	(3,219,174)	(2,778,582)
<b>Television Broadcast Cash Flow/EBITDA</b>	<u>4,096,607</u>	<u>2,179,593</u>	<u>2,313,267</u>	<u>150,412</u>
<b>Free Cash Flow</b>				
EBITDA	4,096,607	2,179,593	2,313,267	150,412
Less: Capital Lease Interest expense	(118,807)	(263,573)	(269,465)	(205,774)
Less: Cost of Capital Interest expense (1)	(2,715,385)	(2,715,385)	(2,715,385)	(2,036,539)
Add: Other income	2,464	13,824	0	0
Less: Capital expenditures	(1,509,465)	(444,836)	(283,644)	(168,650)
<b>Free Cash Flow</b>	<u>(244,586)</u>	<u>(1,230,377)</u>	<u>(955,227)</u>	<u>(2,260,551)</u>

(1)

We have included an interest charge to represent the borrowing costs associated with owning this station. This cost was calculated using an interest rate of 9.5% which approximates our weighted average cost of capital over the periods presented. The \$28.6 million cost basis is an approximation of the allocation of purchase price for the station.

Sinclair will file further financial information regarding KSMO-TV with the Commission under request of confidentiality.

**ATTACHMENT C**  
**STATEMENT OF MICHAEL E. ANDERSON**

## STATEMENT OF MICHAEL E. ANDERSON

I, Michael E. Anderson, hereby declare as follows:

1. I am Senior Managing Director for Bear Stearns Companies Inc. ("Bear Stearns"), which is the parent company of Bear, Stearns & Co. Inc., a leading global investment banking, securities trading and brokerage firm. I have over twenty years experience in investment banking.

2. I have been asked to provide this Statement regarding my knowledge of Sinclair Broadcast Group's ("SBG's") efforts to sell KSMO-TV, Kansas City, Missouri. I understand that this Statement will be provided to the Federal Communications Commission in support of a request for waiver of Section 73.3555(b) of the FCC's rules in connection with the application for the assignment of the license for KSMO-TV from KSMO Licensee, Inc. to Meredith Corporation ("Meredith"). The information herein is based on my actual knowledge as of the date hereof, is based on my activities during the term of SBG's engagement of Bear Stearns with respect to the services provided by Bear Stearns, and does not reflect any actions undertaken by SBG that were not initiated or conducted primarily by Bear Stearns during the term of the engagement.

3. In November 2001, SBG retained the services of Bear Stearns to help market SBG's portfolio of non-core broadcast assets, including KSMO-TV. From November 2001 to date, I have been the primary contact person at Bear Stearns in connection with Bear Stearns' engagement by SBG.

4. From late 2001 through early 2002, Bear Stearns contacted approximately forty parties on behalf of SBG, including major broadcasters throughout the country, to solicit interest for the purchase of some or all of SBG's non-core broadcast assets. Parties expressing interest in purchasing one or more SBG stations generally would then receive more information about those stations from Bear Stearns. Bear Stearns explained to potential purchasers that SBG would entertain offers for television stations singly or in combination with other stations listed in the portfolio or other full-power television stations licensed to SBG that were not listed in the portfolio.

5. Of the approximately forty parties contacted by Bear Stearns, only five parties, including Meredith, expressed an interest in receiving information on KSMO-TV and other stations licensed to SBG for the purpose of evaluating a potential purchase. In early 2002, Bear Stearns sent additional detailed information on KSMO-TV and other stations licensed to SBG to those five interested parties.

6. Of the five parties who expressed an interest in receiving information on KSMO-TV and other stations licensed to SBG, two potential purchasers expressed an interest in continuing discussion regarding the purchase of KSMO-TV – Meredith and one other party who expressed interest in KSMO-TV as a part of a package deal that would have included other SBG television stations (the "Potential Purchaser").

7. From November/December 2001 through March 2002, the Potential Purchaser proposed several different purchase prices for various station packages that included KSMO-TV. SBG indicated the purchase prices offered by the Potential Purchaser were inadequate, and in April 2002, the Potential Purchaser withdrew its interest in acquiring KSMO-TV and instead purchased an SBG television station located in another market.

8. In January 2002, Meredith expressed an interest in purchasing KSMO-TV, and during that month, Bear Stearns sent additional information on the station to Meredith. In February 2003, Meredith proposed a swap of one of its television stations for KSMO-TV. Meredith's proposal was rejected by SBG in March 2003. SBG then proposed two different swaps, one of which included KSMO-TV, and Meredith indicated in April 2003 that it was not interested in pursuing those swaps. In May 2003 and again in August/September 2004, Bear Stearns sent updated information on KSMO-TV to Meredith. In August/September 2004, Meredith and SBG negotiated for the sale of KSMO-TV to Meredith, and in late September 2004, Meredith offered a purchase price of 37.5 million dollars for KSMO-TV, which in November 2004 was reduced to 33.5 million dollars. In November 2004, SBG accepted Meredith's offer to purchase KSMO-TV for 33.5 million dollars.

9. Since 2003, Bear Stearns has engaged in periodic discussions with various parties regarding the potential sale of a variety of SBG stations, including KSMO-TV.

10. Since November 2001, to my knowledge, SBG has not received any offer to purchase KSMO-TV, either as a stand-alone station or in combination with other television stations owned by SBG, other than those described herein.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

  
Michael E. Anderson

Executed on this 3 day of January, 2005

**ATTACHMENT D**  
**STATEMENT OF DAVID B. AMY**

## STATEMENT OF DAVID B. AMY

I, David B. Amy, hereby declare as follows:

1. I am Executive Vice President and Chief Financial Officer ("CFO") of Sinclair Broadcast Group, Inc. ("SBG"). I have held both of these positions since March 2001. Prior to March 2001, I served as Executive Vice President since September 1999 and as Vice President and CFO from September 1998 to September 1999. Prior to September 1998, I served as CFO since 1994. In addition, I serve as Secretary of Sinclair Television Group, Inc., the SBG subsidiary that owns and operates the broadcasting operations. I have over 20 years of broadcast experience, having joined Sinclair as a Business Manager for a television station in Pittsburgh.

2. I have been asked to provide this Statement with information on the prior efforts of SBG to sell KSMO-TV, Kansas City, Missouri. I understand that this Statement will be provided to the Federal Communications Commission in support of a request for waiver of Section 73.3555(b) of the FCC's rules in connection with the application for the assignment of the license for KSMO-TV from KSMO Licensee, Inc. to Meredith Corporation ("Meredith").

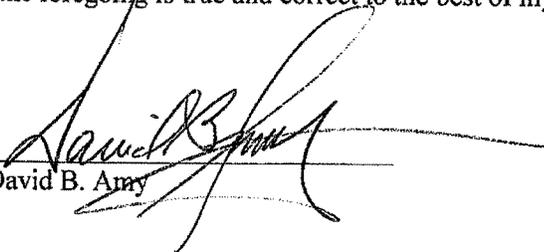
3. In November 2001, SBG retained the services of Bear Stearns to help market SBG's portfolio of non-core broadcast assets, which included SBG's KSMO-TV and certain other of SBG's full-power television stations.

4. In addition to the efforts of Bear Stearns, in June 2004, a party directly contacted SBG, expressed interest in purchasing KSMO-TV, and asked for information on the station. That same month, SBG signed a confidentiality agreement with the party, provided detailed information on KSMO-TV to the party, and entered into talks with the party about its potential purchase of KSMO-TV. In July 2004, the party called SBG to ask follow-up questions regarding the sale and since that time, SBG has not heard from the party.

5. Apart from any offers to purchase KSMO-TV received by Bear Stearns (which included the Meredith offer), since November 2001, SBG has not received any offer to purchase KSMO-TV either as a stand-alone station or in combination with other SBG stations.

6. The financial information for KSMO-TV was provided by accountants employed by Sinclair.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

  
David B. Amy

Executed on this 7<sup>th</sup> day of January, 2005

**ATTACHMENT E**  
**MARKET MEDIA DATA**

## Full Power Television Stations Serving Kansas City, MO DMA<sup>37</sup>

Call Sign	Location	Licensee (Group Owner)	Affiliation	NTSC Channel	DTV Channel
KMOS-TV*	Sedalia, MO	Board of Governors of Central Missouri State University	ETV	6	15
KCWE(TV) <sup>38</sup>	Kansas City, MO	KCWE-TV, Inc.	UPN	29	31
KMBC-TV	Kansas City, MO	KMBC Hearst-Argyle Television, Inc. (Hearst-Argyle Television, Inc.)	ABC	9	7
KSMO-TV	Kansas City, MO	KSMO Licensee, Inc. (Sinclair Broadcast Group, Inc.)	WBN	62	47
KCTV(TV)	Kansas City, MO	Meredith Corporation	CBS	5	24
KPXE(TV)	Kansas City, MO	Paxson Kansas City License, Inc. (Paxson Communications Corporation)	PAX	50	51
KCPT(TV)*	Kansas City, MO	Public Television 19, Inc.	ETV	19	18
KMCI(TV)	Lawrence, KS	Scripps Howard Broadcasting Co. (E.W. Scripps Co.)	IND	38	36
KSHB-TV	Kansas City, MO	Scripps Howard Broadcasting Co. (E.W. Scripps Co.)	NBC	41	42
WDAF-TV	Kansas City, MO	WDAF License, Inc. (The News Corporation Limited)	FOX	4	34

\* Non-commercial Station

<sup>37</sup> Sources: TELEVISION AND CABLE FACTBOOK, Vol. 72 (2004); BROADCASTING & CABLE YEARBOOK 2003-2004; FCC CDBS database.

<sup>38</sup> Operated by The Hearst Corporation under a TBA.

## Radio Stations in Kansas City, MO Metro Market<sup>39</sup>

Call Sign	Location	Licensee (Group Owner)
KCJK(FM)	Garden City, MO	105.1FM, LLC (Susquehanna Phfaltgraff Co.)
KCXL(AM)	Liberty, MO	Alpine Broadcasting Corporation
KGSP(FM)*	Parkville, MO	Board Of Trustees, Park University
KCCV(AM)	Overland Park, KS	Bott Broadcasting Company
KCCV-FM	Olathe, KS	Bott Broadcasting Company
KAYX(FM)	Richmond, MO	Bott Communications, Inc. (Bott Broadcasting Company)
KLEX(AM)	Lexington, MO	Bott Communications, Inc. (Bott Broadcasting Company)
KLJC(FM)*	Kansas City, MO	Calvary Bible College
KPRS(FM)	Kansas City, MO	Carter Broadcast Group, Inc.
KPRT(AM)	Kansas City, MO	Carter Broadcast Group, Inc.
KCWJ(AM)	Blue Springs, MO	Christian Broadcasting Associates, LP
KCHZ(FM) <sup>40</sup>	Ottawa, KS	Cumulus KC Licensing Corp. (Cumulus Media, Inc.)
KMJK(FM)	Lexington, MO	Cumulus KC Licensing Corp. (Cumulus Media, Inc.)
KCSP(AM)	Kansas City, MO	Entercom Kansas City License, LLC (Entercom Communications Corp.)
KKHK(AM)	Kansas City, KS	Entercom Kansas City License, LLC (Entercom Communications Corp.)
KMBZ(AM)	Kansas City, MO	Entercom Kansas City License, LLC (Entercom Communications Corp.)
KQRC-FM	Leavenworth, KS	Entercom Kansas City License, LLC (Entercom Communications Corp.)
KRBZ(FM)	Kansas City, MO	Entercom Kansas City License, LLC (Entercom Communications Corp.)
KUDL(FM)	Kansas City, KS	Entercom Kansas City License, LLC (Entercom Communications Corp.)
KXTR(AM)	Kansas City, KS	Entercom Kansas City License, LLC (Entercom Communications Corp.)
KYYYS(FM)	Kansas City, MO	Entercom Kansas City License, LLC (Entercom Communications Corp.)

<sup>39</sup> Johnson, Leavenworth, Miami, and Wyandotte Counties, KS; Cass, Clay, Clinton, Jackson, Lafayette, Platte, and Ray Counties, MO. Sources: BROADCASTING & CABLE YEARBOOK 2003-2004; BIA INVESTING IN RADIO MARKET REPORT 2004; FCC CDBS database.

<sup>40</sup> Station not located in any of the Metro Market counties specified by BROADCASTING & CABLE YEARBOOK, however, BIA includes the station in the Kansas City, MO radio market.

<b>Call Sign</b>	<b>Location</b>	<b>Licensee (Group Owner)</b>
WDAF-FM	Liberty, MO	Entercom Kansas City License, LLC (Entercom Communications Corp.)
KYRV(FM)*	Concordia, MO	Full Smile, Inc.
KCZZ(AM) <sup>41</sup>	Mission, KS	HMEB Communications, LLC
KBEQ-FM	Kansas City, MO	Infinity Radio Holdings, Inc. (Viacom, Inc.)
KFKF-FM	Kansas City, KS	Infinity Radio Holdings, Inc. (Viacom, Inc.)
KMXV(FM)	Kansas City, MO	Infinity Radio Inc. (Viacom, Inc.)
KSRC(FM)	Kansas City, MO	Infinity Radio Inc. (Viacom, Inc.)
KKWK(FM)	Cameron, MO	KAAN, Inc. (Shepherd Enterprises, Inc.)
KMRN(AM)	Cameron, MO	KAAN, Inc. (Shepherd Enterprises, Inc.)
KEXS(AM)	Excelsior Springs, MO	Kansas City Catholic Network, Inc.
KCNW(AM)	Fairway, KS	Kansas City Radio, Inc.
KCKN(AM)	Kansas City, KS	KCKN, LLC (ACN Radio Holdings, LLC)
KKFI(FM)*	Kansas City, MO	Mid-Coast Radio Project, Inc.
KGGN(AM)	Gladstone, MO	Mortenson Broadcasting Company, Inc.
KKLO(AM)	Leavenworth, KS	New Life Evangelistic Center, Inc.
KPHN(AM)	Kansas City, MO	Radio Disney Group, LLC (The Walt Disney Company)
KCFX(FM)	Harrisonville, MO	Susquehanna Kansas City Partnership (Susquehanna Phfaltgraff Co.)
KCMO(AM)	Kansas City, MO	Susquehanna Kansas City Partnership (Susquehanna Phfaltgraff Co.)
KCMO-FM	Kansas City, MO	Susquehanna Kansas City Partnership (Susquehanna Phfaltgraff Co.)
KCUR-FM*	Kansas City, MO	The Curators of the University of Missouri
KCTE(AM)	Independence, MO	Union Broadcasting, Inc. (1% member of Union FM, LLC, owner of KZPL(FM))
WHB(AM)	Kansas City, MO	Union Broadcasting, Inc. (1% member of Union FM, LLC, owner of KZPL(FM))
KZPL(FM)	Lee's Summit, MO	Union First Broadcasting, LLC (Union FM, LLC)
KWJC(FM)*	Liberty, MO	William Jewell College

<sup>41</sup> Granted, unconsummated application to assign license to Davidson Media Station KCZZ, LLC (BAL-20041013ACK).

\* Non-commercial Station

**Class A, Low Power, and Television Translator Stations Serving  
Kansas City, MO DMA<sup>42</sup>**

<b>Call Sign</b>	<b>Location</b>	<b>Licensee (Group Owner)</b>
K11OJ	Sedalia, Etc., MO	Mel Wheeler Inc.
K58CX	Lawrence, KS	Northeast Kansas Broadcast Service, Inc.
K32FH	Warrensburg, MO	Roger E. Harders
K27FR	Overland Park, KS	University of Kansas
KUJH-LP	Lawrence, KS	University of Kansas
K26CR	Kansas City, MO	Ventana Television, Inc. (USA Interactive)
K48FS <sup>43</sup>	Kansas City, MO	Word Of God Fellowship, Inc.
KCDN-LP	Kansas City, MO	Word Of God Fellowship, Inc.

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<sup>42</sup> Sources: TELEVISION AND CABLE FACTBOOK, Vol. 72 (2004); BROADCASTING & CABLE YEARBOOK 2003-2004; FCC CDBS database.

<sup>43</sup> Granted, unconsummated application to assign license to EBC Kansas City, Inc. (BALTTL-20040810ABI).

### Cable Systems Serving Kansas City, MO DMA (31)<sup>44</sup>

Cable System	Owner	Subscribers	Channel Capacity
Atchison (KS)	Charter Communications	3,800	78
Baldwin City (KS)	Mediacom	1,536	35
Basehor (KS)	Sunflower Broadband	753	40
Blue Mound (KS)	National Cable Inc.	23	36
Easton (KS)	C.L.R. Video LLC	83	40
Effingham (KS)	Carson Communications LLC	118	62
Fontana (KS)	Cable Unlimited	79	30
Kansas City (KS)	Charter Communications	844	61
La Cygne (KS)	Cebridge Connections	292	36
Lake of the Forest (KS)	Charter Communications	116	36
Lane (KS)	National Cable Inc.	41	36
Lawrence (KS)	Sunflower Broadband	32,747	77
Lenexa (KS)	Everest Connections Corp.	20,000	N/A
Louisburg (KS)	Cebridge Connections	553	31
Muscotah (KS)	Carson Communications LLC	9	36
Olathe (KS)	Comcast Cable	20,600	110
Ottawa (KS)	Cox Communications	5,272	N/A
Overland Park (KS)	Time Warner Cable	98,149	84
Paola (KS)	Cebridge Connections	4,421	78
Parker (KS)	National Cable Inc.	24	36
Perry (KS)	Perry Cablevision	490	36
Pleasanton (KS)	Cebridge Connections	607	36
Prescott (KS)	National Cable Inc.	28	36
Princeton (KS)	CableDirect	66	35
Rantoul (KS)	Cable Unlimited	116	N/A
Richmond (KS)	Galaxy Cablevision	62	36
Spring Hill (KS)	Cebridge Connections	759	36
Williamsburg (KS)	Galaxy Cablevision	25	31

<sup>44</sup> Cable systems serving communities in the DMA counties. Sources: TELEVISION AND CABLE FACTBOOK, Vol. 72 (2004); BROADCASTING & CABLE YEARBOOK 2003-2004. The systems are listed according to the town in which the cable head-end is located; each system may serve additional communities as well.

<b>Cable System</b>	<b>Owner</b>	<b>Subscribers</b>	<b>Channel Capacity</b>
Adrian (MO)	CableDirect	375	31
Albany (MO)	Mediacom	736	36
Alma (MO)	Galaxy Cablevision	3,508	78
Amsterdam (MO)	CableDirect	45	N/A
Archie (MO)	Mediacom	208	35
Bethany (MO)	Mediacom	1,222	60
Bogard (MO)	CableDirect	55	15
Bosworth (MO)	CableDirect	74	18
Braymer (MO)	Charter Communications	242	41
Brookfield (MO)	Cebridge Connections	1,752	62
Browning (MO)	CableDirect	92	20
Burlington Junction (MO)	CableDirect	150	31
Butler (MO)	Mediacom	1,429	35
Cainsville (MO)	CableDirect	18	26
Camden Point (MO)	Charter Communications	420	60
Cameron (MO)	Mediacom	1,672	40
Carrollton(MO)	Mediacom	1,425	52
Cass County (MO)	Galaxy Cable Inc.	213	36
Centerview (MO)	CableDirect	25	N/A
Chilhowee (MO)	National Cable Inc.	25	36
Chillicothe (MO)	Time Warner Cable	3,229	79
Chula (MO)	CableDirect	39	17
Clearmont (MO)	CableDirect	45	31
Clinton (MO)	Charter Communications	3,589	N/A
Cowgill (MO)	Green Hills Communications Inc.	30	36
Creighton (MO)	CableDirect	43	40
Drexel (MO)	Cebridge Connections	268	36
Eagleville (MO)	CableDirect	85	23
East Lynne	CableDirect	38	40
Elmo (MO)	CableDirect	21	N/A
Excelsior Springs	Mediacom	3,720	40
Gallatin (MO)	Galaxy Cablevision	365	78
Galt (MO)	CableDirect	73	19
Garden City (MO)	CableDirect	217	31
Gower (MO)	Charter Communications	334	N/A
Green Ridge (MO)	Cebridge Connections	146	54
Hamilton (MO)	Charter Communications	388	41
Harrisonville (MO)	Charter Communications	1,980	N/A
Holden (MO)	Charter Communications	451	N/A
Holt (MO)	CableDirect	136	36

<b>Cable System</b>	<b>Owner</b>	<b>Subscribers</b>	<b>Channel Capacity</b>
Hopkins (MO)	CableDirect	123	31
Hume (MO)	Midwest Cable Inc.	23	35
Independence (MO)	Comcast Cable	69,402	110
Jamesport (MO)	CableDirect	73	14
Kansas City (MO)	Time Warner Cable	210,852	78
King City (MO)	CableDirect	219	41
Kingston (MO)	Mississippi Valley Communications	21	36
Knob Noster (MO)	Charter Communications	2,539	N/A
La Monte (MO)	CableDirect	209	41
Lake Viking (MO)	Mississippi Valley Communications	214	36
Leeton (MO)	CableDirect	112	30
Lexington (MO)	Cebridge Connections	1,479	36
Marceline (MO)	Mediacom	992	60
Marshall (MO)	Time Warner Cable	4,530	54
Maryville (MO)	Cebridge Connections	3,357	41
Mayview (MO)	CableDirect	15	40
Meadville (MO)	CableDirect	149	36
Mercer (MO)	Telnet South LC	179	40
Mound City (MO)	CableDirect	445	31
New Cambria (MO)	Chariton Valley Communications Corp.	263	32
Norborne (MO)	Green Hills Telecommunications Services	112	N/A
Norborne (MO)	Mediacom	219	35
Parnell (MO)	Deans Cablevision Inc.	52	36
Plattsburg (MO)	Charter Communications	775	22
Princeton (MO)	Galaxy Cablevision	229	41
Ravenwood (MO)	Deans Cablevision Inc.	90	36
Richmond (MO)	Mediacom	2,107	47
Rockville (MO)	KLM Telephone Co.	30	N/A
Sedalia (MO)	Charter Communications	8,397	61
Skidmore (MO)	Holway Telephone Co.	N/A	42
Smithton (MO)	Galaxy Cablevision	288	41
Stanberry (MO)	CableDirect	424	41
Tina (MO)	Green Hills Communications Inc.	30	36
Trenton (MO)	Cebridge Connections	2,700	61
Trimble (MO)	CableDirect	59	37
Urich (MO)	CableDirect	69	41
Warrensburg (MO)	Charter Communications	4,893	N/A
Windsor (MO)	Charter Communications	1,037	N/A

Cable System	Owner	Subscribers	Channel Capacity
<p style="text-align: center;"><b>Total:</b> <b>106 Systems</b></p>		<p style="text-align: center;"><b>537,203</b> <b>Subscribers</b> <b>(63.01% of DMA</b> <b>TV</b> <b>Households)*</b></p>	

\* Based on 852,510 DMA TV Households in the Kansas City, MO DMA, as reported in BROADCASTING & CABLE YEARBOOK 2003-2004 at B174, and cable system subscriber figures for the above-listed systems, as reported in TELEVISION & CABLE FACTBOOK (2004) at D575-D635 and D904-D971. Note that BROADCASTING & CABLE YEARBOOK 2003-2004 at C52 calculates (without an itemization) a higher subscriber figure and penetration rate: 571,750 subscribers yielding a 67% cable penetration rate.

## Daily Newspapers Serving the Kansas City, MO DMA<sup>45</sup>

Title	Counties Served	Owner	Households (000) <sup>46</sup>
<i>Atchison Daily Globe</i> Atchison, KS	Atchison, KS	Atchison Daily Globe	6.2
<i>Kansas City Kansan</i> Kansas City, KS	Wyandotte, KS	Liberty Group Publishing, Inc.	158.0
<i>Lawrence Journal-World</i> Lawrence, KS	Douglas, Franklin and Leavenworth, KS	The World Company	75.1
<i>Leavenworth Times</i> Leavenworth, KS	Leavenworth, KS	Liberty Group Publishing, Inc.	25.0
<i>The Olathe News</i> Olathe, KS	Johnson, KS	Knight Ridder	191.6
<i>The Ottawa Herald</i> Ottawa, KS	Franklin, KS	Harris Enterprises Inc.	9.8
<i>Topeka Capital-Journal</i> Topeka, KS	Atchison, Douglas and Franklin, KS	Morris Communications Corp.	54.3
<i>The Examiner</i> Independence-Blue Springs, MO	Jackson, MO	Morris Communications Corp.	271.6
<i>Chillicothe Constitution-Tribune</i> Chillicothe, MO	Livingston, MO	Liberty Group Publishing, Inc.	5.5
<i>The Clinton Daily Democrat</i> Clinton, MO	Henry	The Clinton Daily Democrat	9.3

<sup>45</sup> Source: SRDS CIRCULATION 2004; EDITOR & PUBLISHER INTERNATIONAL YEARBOOK (2004) at I-153 – I-164; I-227 – I-238.

<sup>46</sup> Figures based on total number of households in counties that are both served by the newspaper and located in the Kansas City, MO DMA.

<b>Title</b>	<b>Counties Served</b>	<b>Owner</b>	<b>Households (000)<sup>46</sup></b>
<i>The Kansas City Star</i> Kansas City, MO	Anderson, Atchison, Douglas, Franklin, Johnson, Leavenworth, Linn, Miami and Wyandotte, KS and Bates, Caldwell, Carroll, Cass, Clay, Clinton, Daviess, Grundy, Henry, Jackson, Johnson, Lafayette, Linn, Livingston, Nodaway, Pettis, Platte, Ray and Saline, MO	Knight Ridder	888.0
<i>Linn County Leader</i> Brookfield, MO	Linn, MO	Liberty Group Publishing, Inc.	5.5
<i>The Marshall Democrat-News</i> Marshall, MO	Saline, MO	Rust Communications	8.5
<i>The Maryville Daily Forum</i> Maryville, MO	Nodaway, MO	Liberty Group Publishing, Inc.	8.0
<i>Daily News</i> Richmond, MO	Ray, MO	Fackelman Newspapers	9.1
<i>The Sedalia Democrat</i> Sedalia, MO	Pettis, MO	Freedom Communications, Inc.	15.6
<i>The Daily Star-Journal</i> Warrensburg, MO	Johnson, MO	The Daily-Star Journal	18.6
<i>St. Joseph News-Press</i> St. Joseph, MO	Atchison, KS and Clinton, Daviess, Gentry, Grundy, Harrison, Livingston, Mercer, Nodaway and Platte, MO	St. Joseph News-Press	42.4

## Weekly Newspapers Serving Kansas City, MO DMA<sup>47</sup>

Title	Counties served	Owner/Parent Co.	Circulation
<i>The Anderson County Review</i> Garnett, KS	Anderson, KS	Garnett Publishing Inc.	3,230
<i>Bonner Springs-Edwardsville Chieftain</i> Bonner Springs, KS	Wyandotte, KS	The World Company	12,416 (est.)
<i>Eudora News</i> Eudora, KS	Douglas, KS	The World Company	1,450
<i>Gardner News</i> Gardner, KS	Johnson, KS	Tri-County Newspapers, Inc.	2,020 (est.)
<i>The Sun Newspapers</i> Overland Park, KS	Johnson, KS	The Sun Newspapers	100,000 (est.)
<i>The Wyandotte West</i> Kansas City, KS	Wyandotte, KS	The Wyandotte West	2,503 (est.)
<i>Extra</i> Lawrence, KS	Douglas, KS	The World Company	27,000 (est.)
<i>Louisburg Herald</i> Louisburg, KS	Miami, KS	NPG Newspapers	2,000 (est.)
<i>Osawatomie Graphic</i> Osawatomie, KS	Miami, KS	NPG Newspapers	3,500
<i>The Miami County Republic</i> Paola, KS	Miami, KS	NPG Newspapers	5,150
<i>The Linn County News</i> Pleasanton, KS	Linn, KS	Linn County News	2,600 (est.)
<i>Shawnee Journal Herald</i> Shawnee, KS	Johnson, KS	Liberty Group Publishing, Inc.	10,375 (est.)

<sup>47</sup> Source: EDITOR & PUBLISHER INTERNATIONAL YEARBOOK (2004) at COMM-116 – COMM-124, COMM-187 – COMM-199, SHOP-29 – SHOP-31, SHOP-46 – SHOP-48, SPEC-6, SPEC-15, SPEC-16, SPEC-37, SPEC-43, SPEC-50, SPEC-52, SPEC-87.

<b>Title</b>	<b>Counties served</b>	<b>Owner/Parent Co.</b>	<b>Circulation</b>
<i>Spring Hill New Era</i> Gardner, KS	Johnson, KS	Tri-County Newspapers, Inc.	1,010 (est.)
<i>The Mirror</i> Tonganoxie, KS	Leavenworth, KS	The World Company	2,555
<i>The Adrian Journal</i> Adrian, MO	Bates, MO	Adrian Journal, Inc.	1,600
<i>The Albany Ledger</i> Albany, MO	Gentry, MO	The Albany Ledger	1,445
<i>The Santa Fe Times</i> Alma, MO	Lafayette, MO	Standard Herald Inc.	831
<i>News-Xpress</i> Butler, MO	Bates, MO	The X Group	3,613 (est.)
<i>The Star-Herald</i> Belton, MO	Cass, MO	Knight Ridder	5,028 (est.)
<i>Bethany Republican-Clipper</i> Bethany, MO	Harrison, MO	Bethany Printing Co.	19,500
<i>Braymer Bee</i> Braymer, MO	Caldwell, MO	L & L Publications	1,212
<i>The Cameron Citizen Observer</i> Cameron, KS	Clinton, KS	Cameron Citizen Observer	2,800 (est.)
<i>The Carrollton Democrat</i> Carrollton, MO	Carroll, MO	Standard Herald Inc.	6,218 (est.)
<i>Dispatch-Tribune</i> Kansas City, MO	Clay and Platte, MO	NPG Newspapers	46,399 (est.)
<i>The Clinton Eye</i> Clinton, MO	Clinton and Henry, MO	The Clinton Eye	500 (est.)
<i>The Concordian</i> Concordia, MO	Lafayette, MO	The Concordian	2,728 (est.)
<i>The Gallatin North Missourian</i> Gallatin, MO	Daviess, MO	The Gallatin North Missourian	2,330
<i>The Drexel Star</i> Drexel, MO	Cass, MO	Adrian Journal, Inc.	

<b>Title</b>	<b>Counties served</b>	<b>Owner/Parent Co.</b>	<b>Circulation</b>
<i>The Jackson County Advocate</i> Grandview, MO	Jackson, MO	The Jackson County Advocate	6000 (est.)
<i>Hale Horizons</i> Hale, MO	Carroll, MO	Hale Horizons	700 (est.)
<i>The Hamilton Advocate</i> Hamilton, MO	Caldwell, MO	L & L Publications	1,527 (est.)
<i>Cass County Democrat-Missourian</i> Harrisonville, MO	Cass, MO	Knight Ridder	6,215
<i>The Higginsville Advance</i> Higginsville, MO	Lafayette, MO	Standard Healy Inc.	2,904
<i>The Holden MH Progress</i>	Johnson, MO	The Holden MH Progress	1,650
<i>The Hopkins Journal</i> Hopkins, MO	Nodaway, MO	The Hopkins Journal	900 (est.)
<i>Examiner's Extra</i> Independence, MO	Jackson, MO	Morris Communications Corp.	35,180
<i>Tri-County Weekly</i> Jamesport, MO	Daviess, MO	Tri-County Weekly	1,470
<i>Sun News</i> Liberty, MO	Clay, MO	Sun News	43,000 (est.)
<i>The Wednesday</i> Kansas City, MO	Clay, MO	NPG Newspapers	24,407
<i>The Kearney Courier</i> Kearney, MO	Clay, MO	The Kearney Courier	4000
<i>The Tri-County News</i> King City, MO	Gentry, MO	The Tri-County News	1,659 (est.)
<i>The Knob Noster Item</i> Knob Noster, MO	Johnson, MO	The Knob Noster Item	1,210 (est.)
<i>The Lawson Review</i> Lawson, MO	Ray, MO	The Lawson Review	2,000 (est.)

<b>Title</b>	<b>Counties served</b>	<b>Owner/Parent Co.</b>	<b>Circulation</b>
<i>Lee's Summit Journal</i> Lee's Summit, MO	Jackson, MO	Knight Ridder	4,144
<i>The Lexington News</i> Lexington, MO	Lafayette, MO	The Lexington News	1,990 (est.)
<i>The Liberty Tribune</i> Kansas City, MO	Jackson, MO	NPG Newspapers	11,457
<i>The Liberty News</i> Liberty, MO	Clay, MO	The Liberty News	14,154 (est.)
<i>The Marceline Press</i> Marceline, MO	Linn, MO	Liberty Group Publishing, Inc.	2,100 (est.)
<i>The Norborne Democrat-Leader</i> Norborne, MO	Carroll, MO	The Norborne Democrat-Leader	1,300 (est.)
<i>Northland Sun News</i> Liberty, MO	Clay, MO	Northland Sun News	28,925 (est.)
<i>The Platte County Landmark</i> Platte City, MO	Platte, MO	Foley Newspapers	2,460
<i>The Platte County Citizen</i> Platte City, MO	Platte, MO	The Platte County Citizen	3,112 (est.)
<i>The Clinton County Leader</i> Plattsburg, MO	Clinton, MO	The Clinton County Leader	2,800 (est.)
<i>The Post-Telegraph</i> Princeton, MO	Mercer, MO	The Post-Telegraph	2,731 (est.)
<i>The Raytown Tribune</i> Kansas City, MO	Jackson, MO	NPG Newspapers	10,668
<i>The Raytown Post</i> Raytown, MO	Jackson, MO	The Raytown Post	18,300
<i>The Rich Hill Mining Review</i> Rich Hill, MO	Bates, MO	The Rich Hill Mining Review	1,750 (est.)

<b>Title</b>	<b>Counties served</b>	<b>Owner/Parent Co.</b>	<b>Circulation</b>
<i>Slate Main Street News</i> Slater, MO	Saline, MO	Main Street Publishing Co. Inc.	1,663 (est.)
<i>The Smithville Herald</i> Smithville, MO	Clay, MO	NPG Newspapers Inc.	2,700 (est.)
<i>The Warrensburg Gazette</i> Warrensburg, MO	Johnson, MO	The Warrensburg Gazette	1,700
<i>The Weston Chronicle</i> Weston, MO	Platte, MO	The Weston Chronicle	1,600 (est.)
<i>The Windsor Review</i> Windsor, MO	Henry, MO	Osage Valley Publishing	1,850 (est.)
<i>The Chieftain Shopper</i> Bonner Springs, KS	Wyandotte, KS	The World Company	9,460 (est.)
<i>The Suburban Advertiser</i> Kansas City, KS	Wyandotte, KS	The Wyandotte West	11,000 (est.)
<i>Chronicle Shopper</i> Leavenworth, KS	Leavenworth, KS and Platte, MO	Liberty Group Publishing, Inc.	22,000 (est.)
<i>Extra</i> Olathe, KS	Johnson, KS	Keltatim Publishing Co.	28,000 (est.)
<i>The Ottawa Times Shopper</i> Ottawa, KS	Franklin, KS	Harris Enterprises Inc.	6,200 (est.)
<i>The Wyandotte County Shopper</i> Kansas City, KS	Wyandotte, KS	Liberty Group Publishing, Inc.	35,500 (est.)
<i>Star Lite Shoppers Guide</i> Adrian, MO	Bates, MO	Star Lite Shoppers Guide	5,500 (est.)
<i>The Gentry County Shopper</i> Albany, MO	Gentry, MO	Liberty Group Publishing, Inc.	8,498 (est.)
<i>Examiner's Extra</i> Blue Springs, MO	Jackson, MO	Morris Communications Corp.	20,959

<b>Title</b>	<b>Counties served</b>	<b>Owner/Parent Co.</b>	<b>Circulation</b>
<i>The Cameron Shopper</i> Cameron, MO	Clinton, MO	The Cameron Shopper	17,000 (est.)
<i>The Cass County Shopper</i> Harrisonville, MO	Cass, MO	The Cass County Shopper	19,342
<i>C T Extra</i> Chillicothe, MO	Livingston, MO	Liberty Group Publishing, Inc.	15,000 (est.)
<i>Town &amp; Country Leader</i> Excelsior Springs, MO	Clay, MO	Excelsior Publishing Co., Inc.	23,300
<i>Northland News</i> Liberty, MO	Clay, MO	Sun Publications	55,000 (est.)
<i>The Henry County Plainsman</i> Sedalia, MO	Henry, MO	Freedom Communications, Inc.	11,600 (est.)
<i>The Johnson County Plainsman</i> Sedalia, MO	Johnson, MO	Freedom Communications, Inc.	10,400
<i>Thrifty Nickel Want Ads</i> Kansas City, MO	Jackson, MO	Thrifty Nickel Want Ads	350,000 (est.)
<i>The Lafayette County Shopper</i> Higginsville, MO	Lafayette, MO	Standard Herald Inc.	5,800 (est.)
<i>The Maryville Penny Press</i> Maryville, MO	Nodaway, MO	Liberty Group Publishing, Inc.	17,000 (est.)
<i>The Pettis County Plainsman</i> Sedalia, MO	Pettis, MO	Freedom Communications, Inc.	16,670 (est.)
<i>The Saline County Citizen</i> Marshall, MO	Saline, MO	The Saline County Citizen	8,200 (est.)
<i>The Pitch</i> Kansas City, MO	Jackson, MO	NT Media Inc.	90,098
<i>The Kansas State Globe</i> Kansas City, KS	Wyandotte, KS	The Kansas State Globe	25,600 (est.)
<i>The Call</i> Kansas City, MO	Jackson, MO	The Call	17,500

<b>Title</b>	<b>Counties served</b>	<b>Owner/Parent Co.</b>	<b>Circulation</b>
<i>The Kansas City Globe</i> Kansas City, MO	Jackson, MO	Jordon Communications Co, Inc.	10,500 (est.)
<i>Dos Mundos</i> Kansas City, MO	Jackson, MO	Dos Mundos Newspaper	9,975
<i>Kansas City Jewish Chronicle</i> Overland Park, KS	Johnson, MO	Sun Publications	4,000 (est.)
<i>The Fort Leavenworth Lamp</i> Fort Leavenworth, KS	Leavenworth, KS	Lansing Publishers	10,000 (est.)
<i>The Whiteman Spirit</i> Sedalia, MO	Pettis, MO	The Whiteman Spirit	5,600 (est.)

**ATTACHMENT F**  
**STATEMENT OF DOUGLAS R. LOWE**

## STATEMENT OF DOUGLAS R. LOWE

I, Douglas R. Lowe, hereby declare as follows:

1. I am Douglas R. Lowe, Executive Vice President-Broadcasting Group, of Meredith Corporation.

2. I understand that this Statement will be provided to the Federal Communications Commission in support of a request for waiver of Section 73.3555(b) of the FCC's rules (the "Waiver Request") in connection with the application for the assignment of the license for KSMO-TV, Kansas City, Missouri, from KSMO Licensee, Inc. to Meredith Corporation ("Meredith").

3. I have reviewed the Waiver Request, including the attachments thereto. The Nielsen ratings data (the "Data") provided at Attachment A of the Waiver Request and the description of the Data in the Waiver Request accurately reflect the specified Nielsen ratings data for KSMO-TV for February-May-July-November for 2002, 2003, and 2004.

4. The statements in the Waiver Request constituting commitments of Meredith with respect to the operation of KSMO-TV contingent upon a grant of the Waiver Request have been reviewed by officers and employees of Meredith who would be principally responsible for fulfilling them if the Waiver Request should be granted and are made in good faith.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.



Douglas R. Lowe

Executed on this 3rd day of January, 2005